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A Limited Liability Partnership
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*Attorneys for U.S. Bank National
Association, as Indenture Trustee
and Collateral Agent*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
BLOCKBUSTER INC., *et al.*¹ : Case No. 10-14997
: :
Debtors. : (Jointly Administered)
-----X

**MOTION FOR ADMISSION OF KYLE MATHEWS
TO PRACTICE *PRO HAC VICE***

I, Kyle Mathews, a member in good standing of the bar of the State of California and the U.S. District Court for the Central District of California, request admission, *pro hac vice*, before the Honorable Burton R. Lifland, to represent U.S. Bank National Association, as indenture trustee and collateral agent, in the above-captioned proceedings and any related adversary proceedings that may be commenced. I agree to pay the fee of \$25 upon approval of this Motion by the Court.

¹ The jointly administered debtors in these Chapter 11 cases are Blockbuster Inc., Blockbuster Canada Inc., Blockbuster Digital Technologies Inc., Blockbuster Distribution, Inc., Blockbuster Gift Card, Inc., Blockbuster Global Services Inc., Blockbuster International Spain Inc., Blockbuster Investments LLC, Blockbuster Procurement LP, Blockbuster Video Italy, Inc, Movielink, LLC, TradingZone Inc., and B² LLC (collectively, the "Debtors").

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Dated: September 23, 2010
Los Angeles, California

/s/ Kyle Mathews
Attorney for
U.S. Bank National Association
as Indenture Trustee and Collateral Agent

ORDER

ORDERED, that Kyle Mathews, Esq., is admitted to practice, *pro hac vice*, in the above-captioned proceedings and any related adversary proceedings that may be commenced in the United States Bankruptcy Court, Southern District of New York, subject to payment of the filing fee.

Dated: September ____, 2010
 New York, New York

United States Bankruptcy Judge